

**RESOLUTION NO. 2019-06**

**ADOPTING REVISED RULES OF THE BOARD**

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**MID-PENINSULA WATER DISTRICT**

**WHEREAS**, the Mid-Peninsula Water District ("District") Rules of the Board were developed by the Board of Directors, General Manager, and District Counsel and adopted by the Board on June 28, 2018 per Resolution 2018-15, which govern the Board of Directors' proceedings pursuant to Section 30530 of the California Water Code; and

**WHEREAS**, the District is completing its application for the CSDA Special District Leadership Foundation's District Transparency Certificate of Excellence, which required minor edits to the MPWD Rules of the Board in order to be compliance with basic transparency requirements; and

**WHEREAS**, staff reviewed the draft revised Rules of the Board with the Board President on March 14, 2018, and discussed with the Board of Directors at the March 20, 2019 Board meeting; and

**WHEREAS**, the General Manager recommends the Board of Directors adopt the revised Rules of the Board, with the understanding that the Rules are not intended, and shall not be construed, to create procedural or substantive rights in any person who is not a member of the Board in the event an action is taken by the Board in a manner that may depart from, or be inconsistent with, the Rules.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Mid-Peninsula Water District that the revised "Rules of the Board" as documented in Exhibit A, attached hereto and incorporated herein, is hereby adopted.

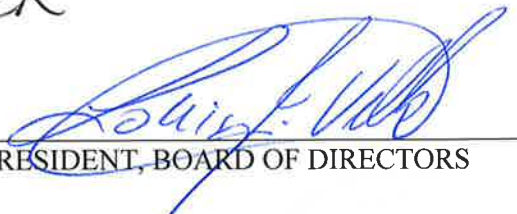
REGULARLY passed and adopted this 28<sup>th</sup> day of March 2019.

AYES: Directors Zucca, Wheeler, Schmidt, Vella

NOES: 0

ABSTENTIONS: 0

ABSENCES: Director Warden

  
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PRESIDENT, BOARD OF DIRECTORS

ATTEST:

  
\_\_\_\_\_  
DISTRICT SECRETARY



## BOARD OF DIRECTORS RULES OF THE BOARD

The Board of Directors ("Board") of the Mid-Peninsula Water District ("MPWD" or "District") hereby adopts these Rules of the Board ("Rules") to govern its proceedings pursuant to Section 30530 of the California Water Code.

These Rules are designed solely to facilitate the handling by the Board of its own affairs. These Rules are not intended, and shall not be construed, to create procedural or substantive rights in any person who is not a member of the Board in the event an action is taken by the Board in a manner that may depart from, or be inconsistent with, these Rules.

### 1. OFFICERS OF THE BOARD OF DIRECTORS

- 1.1 The officers of the Board of Directors are the President and Vice President.
- 1.2 The President of the Board of Directors shall serve as presiding officer at all Board meetings. The President shall have the same rights as the other members of the Board with regard to voting, introducing motions, resolutions, and ordinances, and participating in any discussion.
- 1.3 In the absence of the President, the Vice President of the Board of Directors shall serve as presiding officer over the Board meeting. If the President and Vice President are both absent, the remaining members shall select one among themselves to act as presiding officer for the meeting.
- 1.4 The President and Vice President of the Board shall be elected annually at the first regular meeting in December and the term of office shall commence immediately upon election and continue for one year or until replaced.
- 1.5 The President or their designee shall sign all contracts for the procurement of equipment, supplies, materials or services when the amount to be paid by the District exceeds the spending limits delegated to the General Manager.

- 1.6 The President shall have power to appoint directors to standing and advisory committees of the Board and to designate the chairperson of such committees. With Board approval, the President shall also have power to appoint directors to serve as the representative of the District to all other groups and organizations, except in cases of appointments that the law requires be made by action of the full Board.
- 1.7 The President shall have such other powers and duties as shall be designated by the Board.

## 2. MEETINGS

- 2.1 All regular and special meetings shall be open and public as required by the Ralph M. Brown Act ("Brown Act"). Regular meeting agendas must be posted a minimum of 72 hours in advance of the meeting. Special meeting agendas must be posted a minimum of 24 hours in advance of the meeting. Agendas will be posted: in the lobby of the MPWD offices, 3 Dairy Lane, in Belmont, California; outside of the MPWD office building; and on the District's website.
- 2.2 Regular meetings of the Board of Directors shall commence at 6:30PM on the fourth Thursday of each calendar month at the MPWD offices, 3 Dairy Lane, in Belmont, California unless otherwise directed by the Board of Directors.
- 2.3 Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for their absence.
- 2.4 A majority of the total membership of the Board shall constitute a quorum for the transaction of MPWD business. A majority of the total membership of the Board is sufficient to do business; however, motions must be passed unanimously if only three Board members are in attendance. When there is no quorum for a regular meeting, the President, Vice President, or any Board Member shall adjourn such meeting, or, if no Board Member is present, the District General Manager shall adjourn the meeting.
- 2.5 A roll call vote shall be taken upon votes on ordinances and resolutions (unless such resolutions are on the consent agenda) and any other matters that may be requested by a majority of the Board members, and shall be entered in the minutes of the Board showing those Board Members voting aye, voting no and those abstaining or absent. Unless a Board Member states that they are not voting because of a conflict of interest and steps down from the dais prior to the discussion of the item, his or her silence shall be recorded as an abstention and a vote of abstention shall be recorded as an abstention.

### 3. AGENDAS

- 3.1 The General Manager, in consultation with the Board President and Vice President, shall prepare an agenda for each regular and special meeting of the Board of Directors. Any Board Member may contact the General Manager and request an item to be placed on the regular meeting agenda no later than 4:30PM two (2) weeks prior to the meeting date. The General Manager shall establish an MPWD policy to guide staff in the preparation of meeting agendas.
- 3.2 Public comments on agenda items should be held until the appropriate item is called. Public comment shall be directed to the President of the Board and limited to three (3) minutes unless extended or shortened at the President's discretion. Board members may briefly respond to public comments, however, a discussion should not occur.
- 3.3 Those items on the MPWD agenda, which are considered to be of a routine and non-controversial nature, are placed on the CONSENT AGENDA. These items shall be approved, adopted, and accepted by one motion of the Board of Directors. For example, approval Minutes, approval of Expenditures, minor budgetary items, status reports, contracts for budgeted items, and routine MPWD operations.
  - A. Board Members may request that any item listed under CONSENT AGENDA be removed from the CONSENT AGENDA, and the Board will then take action separately on that item. Members of the public will be given an opportunity to comment on the CONSENT AGENDA; however, only a member of the Board of Directors can remove an item from the CONSENT AGENDA. Items, which are removed ("pulled") by a Board Member for discussion, will typically be heard after other CONSENT AGENDA items are approved unless the President orders an earlier or later time.
  - B. A Board Member may ask questions on any item on the CONSENT AGENDA. When a Board Member has a minor question for clarification concerning a CONSENT AGENDA item, which will not involve extended discussion, the item may be discussed for clarification and the questions will be addressed along with the rest of the CONSENT AGENDA. Board Members are encouraged to seek clarifications prior to the meeting, if possible.
  - C. When a Board Member wishes to pull a CONSENT ITEM simply to register a dissenting or abstaining vote, the Board Member shall inform the presiding officer that they wish to register a dissenting or abstaining vote without discussion. These items will be handled along with the

rest of the CONSENT AGENDA, and the District Administrative Services Manager or Secretary (hereinafter referred to as "Secretary") will register a "NO" or "ABSTAIN" vote in the minutes.

#### 4. PREPARATION OF MINUTES AND MAINTENANCE OF RECORDINGS

- 4.1 The Secretary shall arrange for minutes of each Board meeting to be prepared. Such minutes need not include the text of ordinances and resolutions adopted, which shall be recorded in separate volumes by the Secretary. Such minutes are intended to be a summary of discussion and Board action, and shall not be a verbatim transcript of the meeting. Minutes shall reflect roll call votes on all motions approving ordinances and resolutions and the dissenting votes of any director(s) on other motions.
- 4.2 Written materials delivered to the Board at the meeting that were not contained in the Board agenda packet for review by the Board prior to the meeting shall not be included in the meeting minutes.
- 4.3 The Secretary shall attempt to record the names and general place of residence of persons (if voluntarily provided) addressing the Board, the title of the subject matter to which their remarks related, and whether they spoke in support or opposition to such matter.
- 4.4 Whenever the Board acts in a quasi-judicial proceeding, such as in assessment matters, the Secretary shall compile a summary of the testimony of the witnesses.
- 4.5 Any electronic media of an MPWD meeting made for whatever purpose at the direction of the MPWD shall be subject to inspection pursuant to the California Public Records Act. MPWD tape and film records may be erased ninety (90) days after the taping or recording, or as provided in MPWD's record retention policy, which policy shall control.

#### 5. COMMITTEES

- 5.1. Standing Committees. The Board may create standing committees that have continuing jurisdiction over a particular subject matter, or a set meeting schedule.
- 5.2. Ad Hoc Committees. The President on his or her own initiative, may create ad hoc committees to undertake special assignments on behalf of the Board. An ad hoc committee shall exist until its special assignments are completed or it is disbanded by the President of the Board.

## 6. AUTHORITY OF BOARD MEMBERS

- 6.1 The Board of Directors is the body that directs and authorizes policies for the MPWD. Board Members have no individual authority, and individuals Board Members shall not commit the MPWD to any policy, act, or expenditure. Routine matters concerning the operational aspects of the MPWD are to be referred to the General Manager.
- 6.2 Board Members are responsible for monitoring the MPWD's progress in attaining the Board's goals and objectives, while pursuing the Board's mission.
- 6.3 The offices of District General Manager, District Counsel, District Engineer and District Treasurer shall be appointed by the Board of Directors and those appointed individuals shall serve until removed or replaced.

## 7. BOARD MEMBER COMMUNICATIONS

- 7.1 Board Members, by making a request to the General Manager or Secretary, shall have access to information relative to the operations of the MPWD, including but not limited to statistical information, information serving as the basis for certain actions of staff, justification for staff recommendations, etc.
- 7.2 In handling complaints from customers within the MPWD, or other members of the public, Board Members are encouraged to listen carefully to the concerns, but the complaint should be referred to the General Manager for processing and the MPWD's response, if any.
- 7.3 When approached by MPWD personnel concerning specific MPWD policy, Board Members should encourage such personnel to direct their inquiries to the General Manager. The chain of command should be followed for personnel matters.
- 7.4 Board Members and the General Manager should develop a working relationship that fosters open communication and discussion about current issues, concerns, and MPWD projects.
- 7.5 When responding to constituent requests or concerns, Board Members should respond in a positive manner and route their questions to the General Manager, or in his/her absence, to the Secretary.

## 8. CONFLICT OF INTEREST AND ETHICAL GUIDELINES

- 8.1 The Board shall adopt a Conflict of Interest Code, which will designate the officials and employees required to file disclosure of economic interest statements on an annual basis.
- 8.2 State conflict of interest rules, the purpose of which is to ensure all public agency actions are taken in the public's interest, apply to the Board. These laws include, but are not limited to, the Political Reform Act and Government Code section 1090 et. seq. Board members are encouraged to consult with District General Counsel for advice regarding such laws.
- 8.3 It is the policy of the District that Board members and District employees will endeavor to maintain a high standard of personal honesty and fairness in carrying out their duties.
- 8.4 Board members, in the performance of their official duties and responsibilities, will not discriminate against any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability. A Board member will not grant any special consideration, treatment or advantage to any person or group beyond that which is available to every other person or group in similar circumstances.
- 8.5 Except as specifically authorized, a Board member will not use or permit the use of District owned property for personal benefit or profit. A Board member shall not ask or require a District employee to perform services for the personal benefit or profit of a Board member or employee. Notwithstanding the foregoing, Board members are not prohibited from hiring District employees to perform services on said employees' own time outside of their District work hours. Each Board member must protect and properly use any District asset within his or her control, including information recorded on paper or in electronic form. Board members will safeguard District property, equipment, moneys and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.
- 8.6 Board Members are prohibited from soliciting political funds or contributions from District employees. The foregoing does not prohibit voluntary employee contributions. A Board member will not accept, solicit or direct a political contribution from vendors or consultants that have a material financial interest in a contract or other matter while that contract or other matter is pending before the District. A Director will not use the District's seal, trademark, stationery or other indicia of the District's identity, or facsimile thereof, in any solicitation for political contributions

contrary to state or federal law. A Board member will not include false or misleading information in a candidate's statement for a general District election filed pursuant to Section 13307 of the Election Code.

#### 9. CORRESPONDENCE DISTRIBUTION POLICY

The following correspondence shall be electronically delivered to the Board of Directors or with the monthly agenda packet:

- A. All letters approved by the Board of Directors.
- B. All letters and other documents received by the MPWD that are of an MPWD-wide concern as determined by MPWD staff.  
The MPWD General Manager shall establish a policy for receiving, processing, and distribution of MPWD correspondence.

#### 10. EVALUATIONS

The MPWD's General Manager shall be evaluated annually, in accordance with the terms of the General Manager's employment agreement.

#### 11. AMENDMENTS

These Rules may be suspended, amended or repealed at any Board of Directors' meeting by a majority of the members of the Board.